

**ELECTRONICALLY FILED
ON JUNE 2, 2006**

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[Proposed] Counsel for the
 Official Committee of Equity Security Holders
 of USA Capital First Trust Deed Fund, LLC

UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF NEVADA

10 In re:) BK-S-06-10725-LBR
 11 USA COMMERCIAL MORTGAGE) Chapter 11
 COMPANY)
 12 Debtor.)

13 In re:) BK-S-06-10726-LBR
 14 USA CAPITAL REALTY ADVISORS, LLC,) Chapter 11
 Debtor.)

15 In re:) BK-S-06-10727-LBR
 16 USA CAPITAL DIVERSIFIED TRUST) Chapter 11
 DEED FUND, LLC,)
 17 Debtor)

18 In re:) BK-S-06-10728-LBR
 19 USA CAPITAL FIRST TRUST DEED FUND,) Chapter 11
 LLC,)
 20 Debtor)

21 In re:) BK-S-06-10729-LBR
 22 USA SECURITIES, LLC,) Chapter 11
 23 Debtor)

Affects:

- All Debtors
- USA Commercial Mortgage Co.
- USA Securities, LLC
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed
- USA First Trust Deed Fund, LLC

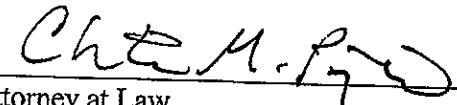
**DESIGNATION OF LOCAL
COUNSEL AND CONSENT
THERETO (AFFECTS ALL
DEBTORS)**

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2 **DESIGNATION OF LOCAL COUNSEL AND CONSENT THERETO**

3 The undersigned, attorney of record for Official Committee of Equity Security Holders
4 of USA Capital First Trust Deed Fund, LLC, the _____ herein,
5 has submitted to the Court a "Verified Petition for Permission to Practice in this Case Only".
6 Not being admitted to the bar of this Court and not maintaining an office in the District of
7 Nevada for the practice of law, he/she believes it to be in the best interest of the client to
8 designate Candace C. Carlyon, Esq. of the law firm of Shea & Carlyon, Ltd., attorney at law,
9 member of the State Bar of Nevada and previously admitted to practice before the above-
10 entitled Court, as associate local counsel in this action. The address of said designated
11 Nevada Counsel is:
12

13 Candace C. Carlyon, Esq., Bar No. 002666
14 233 South Fourth Street, Second Floor
15 Las Vegas, NV 89101
16 (702) 471-7432

17 By this designation the undersigned attorneys and parties agree that all documents and
18 other papers issued out of this Court in the above-entitled case may be served on the
19 designated local counsel. Further, said local counsel shall be responsible for providing copies
20 of the same to the co-counsel. Further, this designation constitutes agreement and
21 authorization by the undersigned for the designated local counsel to sign stipulations binding
22 on all of us. The time for performing any act under applicable Rule shall run from the date of
23 service upon local counsel.

24 
25 _____
26 Attorney at Law
27 Counsel for Official Committee of Equity Security
28 Holders of USA Capital First Trust Deed Fund, LLC

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CONSENT OF DESIGNATED NEVADA COUNSEL

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The undersigned hereby consents to serve as associate Nevada counsel in this case and
agrees that she is responsible for being counsel upon whom all documents and other papers
issued out of this Court shall be served, and that she is responsible to transmit copies of all
documents and other papers so served to the admitted out-of-state counsel of record and to
keep such counsel informed as to the status of the case.

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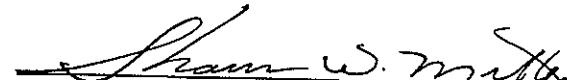
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Shawn Miller, Esq.
Designated Nevada Counsel

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JUN-02-2006 10:48

Jack Warner
Stutman Treister & Glatt

435-652-8379

1 310 228 5788

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1 **APPOINTMENT OF DESIGNATED NEVADA COUNSEL**

2 The undersigned parties appoint Shea & Carlyon, Ltd. as their Designated Nevada
3 Counsel in this Case.

4 DATED this 2 day of June, 2006.

5 

6 John H. Warner, Jr.
7 Vice-Chair, Official Committee of Equity
8 Security Holders of USA Capital First Trust
9 Deed Fund, LLC

10 APPROVED:

11 DATED: _____

12 PATRICIA GRAY, CLERK

13 BY: _____